

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page No 1 of 1

(1) LOCKBOX #

358145

FCC/MELLON

JUN 25 2002

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

Fletcher, Heald & Hildreth, P.L.C.

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

815.00

(4) STREET ADDRESS LINE NO. 1

Eleventh Floor, 1300 North 17th Street

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Arlington

(7) STATE

VA

(8) ZIP CODE

22209

(9) DAYTIME TELEPHONE NUMBER (include area code)

(703) 812-0424

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

0005-0110-69

(12) PAYER (TIN)

53-0185297

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

SureWest TeleVideo Company

(14) STREET ADDRESS LINE NO. 1

Post Office Box 969

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Roseville

(17) STATE

CA

(18) ZIP CODE

95678

(19) DAYTIME TELEPHONE NUMBER (include area code)

(916) 786-1440

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

0007-2877-82

(22) APPLICANT (TIN)

30-0088182

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

815.

(27A) TOTAL FEE

815.

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to
the best of my knowledge, information and belief. SIGNATURE _____ DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION

☐ MASTERCARD☐ VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE _____

DATE _____

ANN BAVENDER*
HARRY F. COLE*
ANNE GOODWIN CRUMP
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June 24, 2002

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Via Federal Express

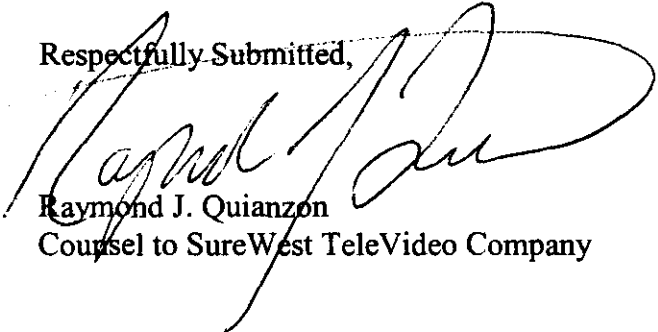
Federal Communications Commission
Common Carrier Domestic Services
Post Office Box 358145
Pittsburgh, Pennsylvania 15251

To Whom it May Concern:

Attached herewith, please find an original of a Joint Application under Section 214 of the Communications Act of 1934, as amended, by SureWest TeleVideo Company for transfer of Control of Section 214 Domestic and International Authority of Western Integrated Networks of California Operating, L.L.C. The enclosed document was first submitted electronically as an attachment to the joint filing as an electronic submission on the International Bureau's Filing System.

Also enclosed is a copy of the Joint Application marked please stamp and return to Fletcher, Heald and Hildreth. Kindly date stamp that copy and return it to our offices in the postage pre-paid envelope.

Respectfully Submitted,


Raymond J. Quianzon

Counsel to SureWest TeleVideo Company

RJQ:s

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C.

In the Matter of)
)
Join Application under Section 214 of the)
Communications Act of 1934, as amended,)
by SureWest TeleVideo Company)
for Transfer of Control of Section 214)
Domestic and International Authority)
of Western Integrated Networks of)
California Operating L.L.C.)

WC 02-191

APPLICATION
(Domestic attachment to joint application)

Pursuant to Section 63.04 of the Commission's Rules, SureWest TeleVideo (SureWest) hereby applies under Section 214 of the Communications Act of 1934, as amended, for authority to acquire the assets of Western Integrated Networks of California Operating L.L.C. (WINfirst) through an asset acquisition. The asset acquisition has been submitted for approval by the United States Bankruptcy Court for the District of Colorado. In support of this Application, Surewest submits:

(1) the acquiring entity is: SureWest TeleVideo
Post Office Box 969
Roseville, California 95678
Telephone number (916) 786 - 1440

the target entity is: Western Integrated Networks of California Operating LLC
Suite 2-800
Colorado Center - Tower Two
2000 South Colorado Boulevard
Denver, Colorado 80222
Telephone Number (303) 221-8730;

(2) SureWest is organized under the laws of the State of California;

- (3) correspondence regarding this application may be directed to:

Paul J. Feldman, Esquire
Counsel to SureWest
Fletcher, Heald & Hildreth, P.L.C.
Eleventh Floor
1300 North Seventeenth Street
Arlington, Virginia 22209
Telephone Number (703) 812-0400;

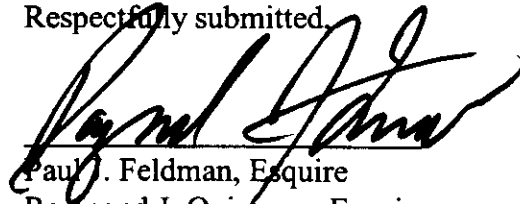
- (4) Surewest TeleVideo, the Applicant, is wholly owned by SureWest Communications, a publicly traded company. The only entity controlling at least ten percent (10%) of SureWest is the SureWest Employee Benefit Plan;
- (5) Neither SureWest nor any party to the instant application is subject to denial of Federal benefits that includes FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988;
- (6) This transaction involves the acquisition of the WINfirst assets and customer base through an asset purchase agreement with SureWest and its parent company and subsequent operations by SureWest;
- (7) SureWest TeleVideo currently provides no domestic telecommunications services, but its affiliate Roseville Telephone Company provides incumbent local exchange services in the Roseville and Citrus Heights, California telephone exchange areas. Roseville Telephone Company currently provides domestic telecommunications services as a competitive local exchange carrier in portions of Placer County and portions of the Sacramento County telephone exchange areas of California. SureWest TeleVideo affiliate Roseville Long Distance Company provides domestic telecommunications services as a non-dominant reseller of interexchange service nationwide;

WINfirst and its affiliates currently provide domestic telecommunications services as a competitive local exchange carrier in the telephone exchange areas of portions of Sacramento County, California. WINfirst and its affiliates provide domestic telecommunications services as a non-dominant reseller of interexchange service nationwide;

- (8) This transaction is presumptively streamlined pursuant to 63.03(b)(2)(ii). SureWest will have a market share in the interstate, interexchange market of less than ten percent (10%), would provide exchange access services through the acquisition exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction and
- a) SureWest, by virtue of its affiliation with Roseville Telephone Company, is an incumbent carrier but
 - b) WINfirst is a non-dominant carrier that provides services exclusively outside the geographic areas where SureWest, through its affiliate Roseville Telephone Company, is incumbent;
- (9) The only other Commission application related to this transaction is a jointly filed application to transfer control of international Section 214 authority;
- (10) SureWest seeks special consideration of this application as WINfirst, a Chapter 11 Bankrupt Debtor, faces imminent business failure and disconnection of services to customers. In the event that the Bankruptcy Court requires action prior to the 30 day streamlined period for this Joint Application, SureWest will seek the appropriate Special Temporary Authority from the Commission;
- (11) SureWest will be seeking a waiver of the Commission's rules regarding Changing Long Distance Service, 47 C.F.R. §§ 64.1100 *et seq.* upon approval of the Bankruptcy Court; and
- (12) Grant of this application will serve the public interest by ensuring continued and uninterrupted access to the Public Switched Telephone Network by customers who are currently subscribing to services from WINfirst.

WHEREFORE, good cause having been shown, SureWest TeleVideo, by counsel respectfully requests authority to transfer control of WINfirst's assets as noted above.

Respectfully submitted,



Paul J. Feldman, Esquire
Raymond J. Quianzon, Esquire
Counsel to SureWest TeleVideo

June 21, 2002

Fletcher, Heald & Hildreth, P.L.C.
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Arlington, Virginia 22209
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